FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may continue.
See Instruction 1(b).

☐ Form 3 Holdings Reported

☐ Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response...1.0

Name and Address of Reporting Person*	2. Issuer Name and Tickler or Trading Symbol						Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Fishburn Sibyl N.	Synalloy Corporation SYNC						Director	10% Owner		r		
							Officer (give title below)		Other (spec	cify below)		
(Last) (First) (Middle) 3542 Peakwood Drive, SW	3. I.R.S. Identification No Reporting Person, if a (Voluntary)		4. Statement for Month/Year December 2002				7. Individual or Joint/Group Filing (Check Applicable Line)					
	(Voluntary)	5. If Amendment, Date of			X Form filed by One Reporting Person							
(Street) Roanoke, VA 24014			Original (Month/Year) January 6, 2003				Form filed by More than One Reporting Person					
(City) (State) (Zip)		Table I ¾	oosed of, or Beneficially Ow	vned								
Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	3. Transaction Code (Instr.8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			В	mount of Securities eneficially Owned at nd of Month	6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership		
			Amount	(A) or (D)	Price	(lı	nstr. 3 and 4)	(Instr. 4)		(Instr. 4)		
Common Stock							53,928	D				
Common Stock							7,065	I		*Spouse		
Common Stock							8,000	I		Irrevocable Trust		
Common Stock	12/7/02	J	5,000	D			14,000	I		*By Trust (1)		

^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).

FORM 5 (continued)		Table II ` Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr.8)	5. Numbe Derivat Securit Acquire or Disp of (D) (Instr. 3 and 5)	ive ies ed (A) osed	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4)		erlying es	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
1994 Non- Employee Directors Stock Option Plan	\$4.65	4/25/02	A	1,500		4/25/02	4/25/2012	Common Stock	1,500		13,500	D	

Explanation of Responses:

*I expressly disclaim beneficial ownership of these securities and filing this report shall not be construed as an admission of my beneficial ownership thereof for purposes of Section 16 of the Securities Act, or otherwise.

(1) These shares are held in a trust for the benefit of the reporting person's children. The reporting person's husband is trustee. This automatic distribution is pursuant

to the terms of the Trust Agreement.

Cheryl C. Carter February 10, 2003 **Signature of Reporting Person Date /s/ Cheryl C. Carter, Power of Attorney

for Sibyl N. Fishburn ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, s ee Instruction 6 for procedure.